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Attorneys for Plaintiff
Auto Auction of Montana

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA

In re:

CASE NO. 06-60855

INCREDIBLE AUTO SALES, LLC,

Adversary No. 06-00119

Debtor.

**STIPULATION RE: AUTO AUCTION
546(C) CLAIM**

AUTO AUCTION ASSOCIATES OF
MONTANA, INC., D/B/A AUTO AUCTION
OF MONTANA A/K/A AUTO AUCTION OF
BILLINGS,

Plaintiff.

v.

INCREDIBLE AUTO SALES, LLC,

Defendant.

This stipulation is entered into by and between Auto Auction Associates of Montana, Inc., d/b/a Auto Auction of Montana a/k/a Auto Auction of Billings ("Auto Auction"), Incredible Auto Sales, LLC ("Incredible"), and Hyundai Motor Finance Company ("HMFC"), through their respective counsel.

1. Auto Auction asserts that it has provided timely written reclamation demands to Incredible and its counsel on October 17, 2006, and October 18, 2006, for the vehicles on the attached Exhibits A and A-1 (the "Vehicles") and has timely filed this adversary proceeding seeking to enforce reclamation rights granted under 11 U.S.C. § 546(c).

2. Auto Auction has also filed a request for a temporary restraining order ("TRO") and a preliminary injunction seeking an order to prohibit the Debtor from encumbering, selling, transferring, trading, or disposing of in any manner the Vehicles and to require that the Vehicles shall remain insured with Auto Auction as a loss payee for such Vehicles during the pendency of this action. An Order granting the TRO was entered October 20, 2006.

3. HMFC asserts a first priority security interest in the Vehicles based upon its Inventory Loan and Security Agreement ("Loan Agreement") with the Debtor, its UCC-1 filing, and the information furnished to it by the Debtor and relied upon by HMFC in making advances under the Loan Agreement.

4. The parties are entering into this stipulation in order to forgo the need for hearings on injunctive relief pending a decision by the Court as to whether the Vehicles should be returned to Auto Auction. The parties do not waive any rights or remedies they may have with respect to the Vehicles.

5. The parties agree as follows:

a. Until further Order of the Court, the Debtor shall not encumber, sell, transfer,

Insure the Vehicles against damage or loss.

- c. The Vehicles shall be segregated from any of the Debtor's inventory and clearly identified as not being available for sale or transfer.
- d. Auto Auction and HMFC shall be entitled to inspect the Vehicles during normal business hours, without the requirement to provide advance notice.

DATED this 23 day of October, 2006.

Murphy, Kirkpatrick & Fain, P.L.L.P.
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By: 

Bruce F. Fain
Attorneys for Plaintiff Auto Auction of
Montana

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555 Skokie Blvd. Ste. 500
Northbrook, IL 60062

By: 

William L. Needler
Attorneys for Debtor/Defendant
Incredible Auto Sales, LLC

HOLLAND & HART LLP
401 North 31st Street, Suite 1500
Billings, MT 59101

By: _____

Charles W. Hingle
Attorneys for HMFC

insure the Vehicles against damage or loss.

- c. The Vehicles shall be segregated from any of the Debtor's inventory and clearly identified as not being available for sale or transfer.
- d. Auto Auction and HMFC shall be entitled to inspect the Vehicles during normal business hours, without the requirement to provide advance notice.

DATED this 23 day of October, 2006.

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By: _____
William L. Needler
Attorneys for Debtor/Defendant
Incredible Auto Sales, LLC

HOLLAND & HART LLP
401 North 31st Street, Suite 1500
Billings, MT 59101

By: 
For - Charles W. Hingle
Attorneys for HMFC

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on this 29 day of October, 2006, a copy of the STIPULATION RE: AUTO AUCTION 546(C) CLAIM was served upon counsel of record by the following method:

1,2,4, 5 CM/ECF

_____ Hand Delivery

3 Mail

_____ Overnight Delivery Service

_____ Fax

_____ E-Mail

1. Clarke B. Rice
2951 King Avenue West
Billings, MT 59102
2. William L. Needler
William L. Needler and Associates
555 Skokie Blvd. Ste. 500
Northbrook, IL 60062
3. Nick Gutierrez
Incredible Auto Sales, LLC
1832 King Avenue West
Billings, MT 59102
4. Neal Jensen
U.S. Trustee
Liberty Center, Ste. 204
301 Central Ave.
P.O. Box 3509
Great Falls, MT 59403
5. Charles W. Hingle
Shane Coleman
P.O. Box 639
Billings, MT 59103-0639



EXHIBIT A

AUTO AUCTION v. INCREDIBLE AUTO SALES

| DATE | YEAR | MAKE | MODEL | VIN | ESTIMATED VALUE |
|----------|------|-----------|---------|-------------------|--------------------|
| 10/04/06 | 2005 | Chevrolet | Malibu | 1G1ND52F75M177176 | \$8,700.00 |
| 10/04/06 | 2005 | Kia | Optima | KNAGD126855426066 | \$8,050.00 |
| 10/04/06 | 2004 | Ford | Ranger | 1FTZR44E34PA07225 | \$9,950.00 |
| 10/04/06 | 2005 | Pontiac | Montana | 1GMDV23E75D121917 | \$12,600.00 |
| 10/04/06 | 2005 | Chrysler | Sebring | 1C3EL46X35N568587 | \$9,400.00 |
| 10/04/06 | 2003 | Chevrolet | Malibu | 1G1ND52J93M699843 | \$7,000.00 |
| 10/11/06 | 2005 | Kia | Spectra | KNAFE121755172069 | \$8,050.00 |
| 09/27/06 | 2006 | Chevrolet | Malibu | 1G1ZT51F46F115830 | \$9,700.00 |
| 10/04/06 | 2006 | Kia | Sorento | KNDJC733565573207 | \$13,775.00 |
| 10/04/06 | 2004 | Chevrolet | Blazer | 1GNDT13X74K163169 | \$12,060.00 |
| 10/11/05 | 2005 | Kia | Rio | KNADC125356361327 | \$6,450.00 |

Total Value

\$105,735.00

EXHIBIT A-1

AUTO AUCTION v. INCREDIBLE AUTO SALES

| SALE DATE | YEAR | MAKE | MODEL | VIN | ESTIMATED VALUE |
|--------------|------|-----------|----------------|-------------------|--------------------|
| 10/04/06 | 2003 | Dodge | Stratus | 1B3EL36X83N520717 | \$6,700.00 |
| 10/04/06 | 2005 | Chrysler | Town & Country | 2C4GP44R95R589847 | \$11,800.00 |
| 10/04/06 | 2007 | Dodge | Caliber | 1B3HB48B27D530095 | \$15,300.00 |
| 10/04/06 | 2005 | Suzuki | Forenza | KL5JD56Z55K174188 | \$7,900.00 |
| 10/04/06 | 2002 | Mercury | Sable | 1MEFM50U12G614160 | \$5,900.00 |
| 10/04/06 | 2005 | Kia | Spectra | KNAFE121655124532 | \$9,260.00 |
| 10/04/06 | 2006 | Pontiac | G6 | 1G2ZF55B164176395 | \$14,560.00 |
| 10/04/06 | 2004 | Chevrolet | Cavalier | 1G1JC12F847235271 | \$7,235.00 |

Total Value

\$78,655.00